THOMPSON CARY H

Form 4

September 10, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMPSON CARY H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Fidelity National Financial, Inc.

below)

[FNF]

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 09/07/2018

601 RIVERSIDE AVENUE

6. Individual or Joint/Group Filing(Check Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

JACKSONVILLE, FL 32204

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) sactionor Disposed of (D) (Instr. 3, 4 and 5) . 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
FNF Group Common Stock	09/07/2018		Code V M	Amount 14,276	or (D)	Price \$ 25.53	(Instr. 3 and 4) 74,000	D		
FNF Group Common Stock	09/07/2018		S	14,276	D	\$ 40.139	59,724	D		
FNF Group Common Stock	09/07/2018		M	8,037	A	\$ 14.38	67,761	D		

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FNF Group Common Stock	09/07/2018	S	8,037	D	\$ 40.107	59,724	D
FNF Group Common Stock	09/07/2018	M	46,751	A	\$ 17.76	106,475	D
FNF Group Common Stock	09/07/2018	S	46,751	D	\$ 40.088 (3)	59,724	D
FNF Group Common Stock	09/07/2018	M	16,575	A	\$ 21.84	76,299	D
FNF Group Common Stock	09/07/2018	S	16,575	D	\$ 40.085	59,724	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
FNF Group Stock Option (right to purchase)	\$ 25.53	09/07/2018		M	14,276	<u>(5)</u>	10/29/2022	FNF Group Common Stock	14,276
	\$ 14.38	09/07/2018		M	8,037	11/08/2013	11/08/2019		8,037

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FNF Group Stock Option (right To Purchase)								FNF Group Common Stock	
FNF Group Stock Option (right To Purchase)	\$ 17.76	09/07/2018	N	Л	46,751	<u>(6)</u>	11/21/2020	FNF Group Common Stock	46,751
FNF Group Stock Option (right To Purchase)	\$ 21.84	09/07/2018	N	1	16,575	<u>(7)</u>	11/03/2021	FNF Group Common Stock	16,575

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
THOMPSON CARY H 601 RIVERSIDE AVENUE JACKSONVILLE, FL 32204	X							

Signatures

/s/ Colleen E. Haley, as attorney-in-fact

09/10/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This transaction was executed in multiple trades at prices ranging from \$40.02 to \$40.26. The reporting person hereby undertakes to (1) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.20. The reporting person hereby undertakes to (2) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.21. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.
- This transaction was executed in multiple trades at prices ranging from \$40.03 to \$40.22. The reporting person hereby undertakes to (4) provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

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- (5) The options vest in three equal annual installments beginning October 29, 2016.
- (6) The options vested in three equal annual installments beginning November 21, 2014.
- (7) The options vest in three equal annual installments beginning November 3, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.